



RECORDATION NO. 8610 - B Filed & Recorded

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January 10, 1977

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INTERSTATE COMMERCE COMMISSION

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Hon. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D. C. 20036

ICC Washington, D. C.

RE: Second Amendment to Equipment Lease Agreement made as of November 23, 1976, between Mellon National Leasing Company and SSI Rail Corp., filed December 14, 1976 at 1:45 p.m. and assigned Recordation Number 8610.

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are ~~three~~ executed counterparts of an Amendment to the Equipment Lease Agreement dated as of November 23, 1976 between SSI Rail Corp., Two Embarcadero Center, San Francisco, California, 94111, Lessee, and Mellon National Leasing Company, 3714 Mellon Bank Building, Pittsburgh, Pennsylvania, 15219, Lessor. The purpose of the Amendment is to add the following railroad equipment within the coverage of such Agreement:

100 70-ton, 50'6" single sheath Boxcars (AAR Mechanical Designation XM) bearing identifying numbers CLP 3001 through 3060 both inclusive and LEF 1000 through 1039, both inclusive.

The Equipment Lease Agreement is guaranteed by ITEL Corporation, One Embarcadero Center, San Francisco, California, 94111, the parent company of SSI Rail Corp.

Also enclosed is this Company's check in the sum of \$10.00, payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing document.

.../2

*David M. Schwartz
William J. Novak
C. Schwartz*

Mr. Oswald
January 10, 1977
Page 2.

Please return all additional copies of the enclosed counterparts not required by the Interstate Commerce Commission to David Schwartz, Esq., of Sullivan and Worcester, who will be delivering this letter on our behalf.

Very truly yours,



Martin D. Goodman
Secretary

MDG:md
Enc.

Interstate Commerce Commission
Washington, D.C. 20423

1/13/77

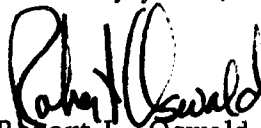
OFFICE OF THE SECRETARY

Martin D. Goodman
SSI Rail Corp.
Two Embarcadero Center
San Francisco, Calif 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on 1/13/77 at 3:15pm
and assigned recordation number(s) 8610- B

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)



REGISTRATION NO. 8610 - B Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

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Hon. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D. C. 20036

ICC Washington, D. C.

RE: Second Amendment to Equipment Lease Agreement made as of November 23, 1976, between Mellon National Leasing Company and SSI Rail Corp., filed December 14, 1976 at 1:45 p.m. and assigned Recordation Number 8610.

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are seven (7) executed counterparts of an Amendment to the Equipment Lease Agreement dated as of November 23, 1976 between SSI Rail Corp., Two Embarcadero Center, San Francisco, California, 94111, Lessee, and Mellon National Leasing Company, 3714 Mellon Bank Building, Pittsburgh, Pennsylvania, 15219, Lessor. The purpose of the Amendment is to add the following railroad equipment within the coverage of such Agreement:

100 70-ton, 50'6" single sheath Boxcars (AAR Mechanical Designation XM) bearing identifying numbers CLP 3001 through 3060 both inclusive and LEF 1000 through 1039, both inclusive.

The Equipment Lease Agreement is guaranteed by ITEL Corporation, One Embarcadero Center, San Francisco, California, 94111, the parent company of SSI Rail Corp.


Also enclosed is this Company's check in the sum of \$10.00, payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing document.

.../2

Mr. Oswald
January 10, 1977
Page 2.

Please return all additional copies of the enclosed counterparts not required by the Interstate Commerce Commission to David Schwartz, Esq., of Sullivan and Worcester, who will be delivering this letter on our behalf.

Very truly yours,



Martin D. Goodman
Secretary

MDG:md
Enc.

Interstate Commerce Commission
Washington, D.C. 20423

1/13/77

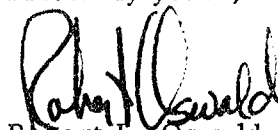
OFFICE OF THE SECRETARY

Martin D. Goodman
SSI Rail Corp.
Two Embarcadero Center
San Francisco, Calif 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on 1/13/77 at 3:15pm
and assigned recordation number(s) 8610- B

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

JAN 13 1977 - 3 12 PM
INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT TO EQUIPMENT LEASE AGREEMENT

This Amendment dated as of January 10, 1977, between MELLON NATIONAL LEASING COMPANY, a Pennsylvania corporation (the "Lessor") and SSI RAIL CORP., a Delaware corporation (the "Lessee").

W I T N E S S E T H:

WHEREAS, the Lessee and the Lessor have entered into an Equipment Lease Agreement dated as of November 23, 1976, as amended by the FIRST AMENDMENT TO EQUIPMENT LEASE AGREEMENT, dated as of January 3, 1977 (the "Lease") pursuant to which the Lessor has agreed to lease to the Lessee certain boxcars described on Schedule A thereto; and

WHEREAS, Schedule A to the Lease has been amended to delete the reference to 100 boxcars bearing identifying numbers CAD 1000 through 1099; and

WHEREAS, it is the intention of the Lessee and Lessor to substitute 100 boxcars for those deleted previously;

NOW, THEREFORE, in consideration of the premises and covenants hereinafter set forth and intending to be legally bound, the Lessor and the Lessee hereby agree as follows:

1. Schedule A to the Lease is hereby amended by inserting the following at the end of "Description of Equipment":

" 60 70-ton 50' 6" single sheath boxcars (AAR Mechanical Designation XM) bearing identifying numbers CLP 3001 through 3060, both inclusive.

40 70-ton 50' 6" single sheath boxcars (AAR Mechanical Designation XM) bearing identifying numbers LDF 1000 through 1039, both inclusive."

2. Section 13 of the Lease is hereby amended by inserting the phrase "in the United States" after the words "storage tracks" on line 3 of page 18, and deleting the words "or the Cadiz" on line 4 of page 18 of the Lease and substituting therefore the following: ", the Clarendon & Pittsford Railroad Company or the Lake Erie, Franklin & Clarion".

3. This Amendment reaffirms the Lease as of the date hereof.

4. This Amendment may be executed in counterparts by the parties hereto, each of which, when so executed, shall be deemed to be an original, and all such counterparts shall constitute but one and the same instrument.

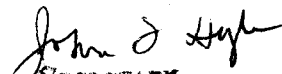
IN WITNESS WHEREOF, the Lessor and the Lessee have, pursuant to due corporate authority, caused this Amendment to be signed in their respective corporate names by duly authorized officers and their respective seals to be hereunto affixed and duly attested as of the date first above written.

MELLON NATIONAL LEASING COMPANY

By 
Harry R. Leggett, President

(Corporate Seal)

Attest:


SECRETARY.

SSI RAIL CORP.

By 
William J. Texido, President

(Corporate Seal)

Attest:

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

On this 11th day of January, 1977, before me personally appeared William J. Texido, to me personally known, whom, being by me duly sworn, says that he is President of SSI Rail Corp., that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation and that the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Terry L. Russell
Notary Public

My Commission expires:

[Notarial Seal]



COMMONWEALTH OF PENNSYLVANIA)
) ss.
COUNTY OF ALLEGHENY)

On this 12th day of January, 1977, before me personally appeared Harry R. Leggett, to me personally known, whom, being by me duly sworn, says that he is President of Mellon National Leasing Company, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation and that the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy Dixon
Notary Public

[Notarial Seal]

My commission expires:

DOROTHY DIXON, Notary Public
Pittsburgh, Allegheny County, Pa.
My Commission Expires
July 28, 1978